

EXHIBIT B

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR
PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO
RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 03283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR
PUERTO RICO,

as representative of

THE EMPLOYEES RETIREMENT
SYSTEM OF THE COMMONWEALTH OF
PUERTO RICO (“ERS”),

Debtor.

PROMESA

Title III

No. 17 BK 03566-LTS

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as bankruptcy case numbers due to software limitations).

**[PROPOSED] ORDER GRANTING LIMITED RELIEF FROM THE AUTOMATIC
STAY
TO FILE COUNTERCLAIMS**

Upon consideration of the *Motion of UBS Financial Services Incorporated of Puerto Rico for Relief From the Automatic Stay* (Dkt. No. ~~---~~8823) (the “Motion”)² and all related filings; adequate notice having been given to all relevant parties; ~~having held a hearing before the Court on October 30, 2019;~~ objections to the requested relief having been withdrawn or overruled on the merits; and the Financial Oversight and Management Board, acting through its Special Claims Committee (the “Oversight Board”) having consented to the relief requested to the extent provided herein; for good cause shown, it is hereby **ORDERED** that:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to Bankruptcy Code section 362, made applicable by PROMESA section 301(a), the automatic stay is hereby lifted ~~for the limited purpose of permitting to allow~~ UBS Financial Services Incorporated of Puerto Rico (“UBS Financial”) to file its proposed counterclaims in Administración de los Sistemas de Retiro de los Empleados del Gobierno y la Judicatura de Puerto Rico v. UBS Fin. Servs. Inc. of Puerto Rico, Civ. No. KAC-2011-1067 (803) (the “ERS Action”), without waiver of, and subject to, any and all defenses.
3. The automatic stay will, as a matter of law, stay further prosecution and defense of the proposed counterclaims upon their filing in the ERS Action. This reimposition of the automatic stay is without prejudice to UBS Financial's right to seek further stay relief from this Court, and UBS Financial reserves all rights to seek further stay relief in its sole discretion.

² ~~Capitalized terms not defined in this Order shall have the meanings ascribed to them in the Motion.~~

4. The Oversight Board may file a motion to argue that the automatic stay extends to the entirety of the ERS Action or otherwise move to stay the ERS Action following the filing of UBS Financial's proposed counterclaims. Any party to the ERS Action may file a response or joinder to such motion described in this paragraph.

5. Any such motion described in Paragraph 4 of this Order shall be heard at the Court's January 29th, 2020 omnibus hearing, subject to adjournment as may be agreed by the parties or otherwise ordered by the Court. The filing deadlines and procedures for such motion, response, and reply shall be governed by the Tenth Amended Case Management Procedures (Dkt. No. 8027).

36. For the avoidance of doubt, nothing in this Order shall prevent the ~~debtors, the~~ Oversight Board, the Puerto Rico Fiscal Agency and Financial Advisory Authority ("AAFAF or"), UBS Financial, or the filing parties to the Objection of the Individual Plaintiffs Retirees and Beneficiaries of the ERS Trust to the Motion of UBS Financial Services Incorporated of Puerto Rico for Relief From Automatic Stay (Dkt. 9341) from seeking or agreeing to ~~a stay of the ERS Action~~ further relief, and the parties reserve all rights to do so.

47. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. A copy of this Order shall be entered on the docket in the ERS Action by UBS Financial and served on all appropriate parties to the ERS Action.

9. The parties reserve all rights and defenses.

510. ~~The~~This Court shall retain jurisdiction ~~to resolve any dispute~~ with respect to all matters arising from or related to the implementation of this Order.

11. This Order resolves Docket Entry No. 8823.

Dated: _____, 2019

Honorable Laura Taylor Swain
United States District Judge

Summary report: Litera® Change-Pro for Word 10.8.2.11 Document comparison done on 12/6/2019 10:18:04 AM	
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Description: PROMESA - Proposed Lift Stay Order	
Modified DMS: dm://WILSR01A/855628/5	
Description: PROMESA - Proposed Lift Stay Order	
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Delete	15
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Move To	0
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Table moves from	0
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Embedded Excel	0
Format changes	9
Total Changes:	49